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Division of Corporations  
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## To:

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
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## FLORIDA PROFIT CORPORATION OR P.A.

SPIDERCAMPUS.COM, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

5-28-99

SPIDERCAMPUS.COM CORP.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is SpiderCampus.com Corp. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 3550 N.W. 112<sup>th</sup> Street, Miami, Florida 33167.
- THIRD: The Corporation is authorized to issue Twenty Five Million (25,000,000) shares of common stock, par value \$.01 per share, and Three Million (3,000,000) shares of preferred stock, par value \$.01 per share.
- The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Alberto I. de Cardenas, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIS DOCUMENT PREPARED BY:  
ALBERTO I. DE CARDENAS, ESQ.  
BROAD AND CASSEL  
FL BAR NO. 102652  
201 S. Biscayne Boulevard, Suite 3000  
Miami, Florida 33131  
(305) 373-9400

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SEVENTH: The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Arthur Green  
3550 N.W. 112<sup>th</sup> Street  
Miami, Florida 33167

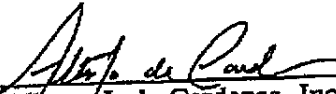
Craig Green  
3550 N.W. 112<sup>th</sup> Street  
Miami, Florida 33167

Brian Maser  
3550 N.W. 112<sup>th</sup> Street  
Miami, Florida 33167

EIGHTH: The corporate existence of the Corporation shall commence on May 28, 1999.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of June, 1999.

  
Alberto I. de Cardenas, Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado  
Anna Salgado, Vice President

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